This agreement is and shall be binding upon and shall inure to the benefit of the parties hereto, their successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in duplicate by their duly authorized officials, this the day and year first above written.

ATTEST:

LAURENS ELECTRIC COOPERATIVE, INC.

By W. M. Gusham President

Signed, Sealed and Delivered in the Presence of:

ATTEST:

DUKE POWER COMPANY ...

Assistant Secretary

By Thus 11th President

Signed, Sealed and Delivered in the Presence of:

(Continued on Next Page)